



# FRONTENAC MORTGAGE INVESTMENT CORPORATION

Investment Entity Review Report  
December 31, 2021

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# FRONTENAC MORTGAGE INVESTMENT CORPORATION

## INVESTMENT ENTITY REVIEW REPORT

AS AT DECEMBER 31, 2021

### TABLE OF CONTENTS

1.	PURPOSE OF THE REPORT	1
2.	INDEPENDENCE	2
3.	DEFINITION OF FAIR VALUE	2
4.	SCOPE OF REVIEW	3
5.	RESTRICTIONS AND LIMITATIONS	3
6.	DESCRIPTION OF WORK PERFORMED BY THE COMPANY	4
7.	VALUATION METHODOLOGY AND ASSUMPTIONS	5
7.1	VALUATION APPROACH AND METHODOLOGY	5
7.2	VALUATION ASSUMPTION — EFFECTIVE INTEREST RATES	6
8.	CONCLUSION — FAIR VALUE OF NET ASSETS	14

January 28, 2022

Mr. Kevin Cruickshank, CPA, CA  
Chief Financial Officer  
W.A. Robinson Asset Management Ltd.  
14216 Road 38, P.O. Box 208  
Sharbot Lake, Ontario  
K0H 2P0

Dear Mr. Cruickshank:

**RE: Investment Entity Review Report as at December 31, 2021  
Frontenac Mortgage Investment Corporation**

You have requested our services, as independent Chartered Professional Accountants experienced in business and securities valuation, for the preparation of an Investment Entity Review Report (hereinafter, the “**Report**”) with respect to the fair value of the net assets of Frontenac Mortgage Investment Corporation (“**Frontenac**” or the “**Company**”) and the net asset value per share, as at December 31, 2021 (the “**Valuation Date**”).

## **1. PURPOSE OF THE REPORT**

We understand that our Report is requested in connection with the requirements of the Ontario Securities Commission for corporate finance issuers under applicable securities laws. In that context, we understand that our Report will form part of the Company's public filings, and we hereby provide our consent to its filing.

Our Report was prepared in conformity with Practice Standards No. 610, 620 and 630 of The Canadian Institute of Chartered Business Valuators (“**CICBV**”) for Investment Entity Review Reports.

In the course of our analysis, we reviewed the determination of fair value prepared by the management of Frontenac (“**Management**”) for all mortgage investments held by the Company. We also reviewed the assumption that the fair values of all other assets and liabilities were approximately equal to their book values at the Valuation Date.

## 2. INDEPENDENCE

**MNP** is not an insider, associate or affiliate of the Company or any of its affiliates, associates or shareholders, to the best of our knowledge. The members of the professional team who were involved in the preparation of this Report have no conflict of interest as regards their independence or objectivity, considering also that **MNP** is the current auditor of the Company ("**MNP assurance team**").

**MNP's** professional fees for services rendered in preparing this Report were not contingent, in whole or in part, on the conclusions reached herein.

## 3. DEFINITION OF FAIR VALUE

For the purposes of this Report, the term "fair value" is defined as:

"The price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date."

This definition is consistent with International Financial Reporting Standards ("**IFRS**") which form the basis for the preparation of the Company's financial statements.

Mortgage investments held by the Company are investments for which a public market does not exist. Therefore, Management established their fair value based on recent arm's length mortgage issuance transactions by the Company.

Due to the inherent uncertainties in the valuation process and the lack of market or observable fair value inputs, the price ultimately received in a sale of the mortgage investments might differ from the fair value determined by Management. Further, a forced liquidation of the mortgage investments may result in realizable values different from Management's estimates of fair value.

#### 4. SCOPE OF REVIEW

For the purposes of our Report, we have considered and relied upon, among others, the information contained in the following documents:

- Annual financial statements of FMIC as at December 31, 2021, audited by MNP;
- Mortgage portfolio listing as prepared by Management;
- Fair value estimate of mortgage investments as prepared by Management as at December 31, 2021;
- The Company's Mortgage Scoring System;
- Information related to historical variable mortgage rates per Bank of Canada; and
- Mortgage details and other documents setting out the characteristics of the mortgages and their counterparties as at the Valuation Date.

In addition, the MNP assurance team held discussions with Management, in particular Mr. Kevin Cruickshank, CPA, CA, Chief Financial Officer. We also had internal discussions between the MNP valuations and assurance teams regarding the mortgage investments and other assets and liabilities included in the Company's financial statements.

#### 5. RESTRICTIONS AND LIMITATIONS

We have prepared an Investment Entity Review Report with respect to the reasonableness of the fair value of the net assets of the Company, which is not a valuation report under Practice Standard No. 110 of the CICBV. The scope of our review is inherently limited by the nature of our Report and the conclusion expressed may have been different, had you requested a valuation report or a fairness opinion.

This Report is not intended to be used for any purpose other than as outlined above. We do not assume any responsibility or liability for losses sustained by the Company, current or future shareholders, investors, employees or any third parties as a result of the circulation, publication, reproduction or use of this Report contrary to the provisions of this paragraph. In addition, our conclusion should not be considered as a

recommendation to invest in/divest from the Company and we do not assume any responsibility or liability for losses sustained by potential investors as a result of the use of this Report. Many other factors must be considered before making an investment which would require that appropriate due diligence procedures be performed, which exceeds the scope of our work and the purpose of this Report.

We reserve the right, but will be under no obligation, to make revisions and/or further support our conclusions contained in this Report and, if we deem it necessary, to revise our conclusions in light of any information, facts, trends or conditions existing at, or prior to, the Valuation Date and which become apparent to us subsequent to the date of this Report. We have no obligation to revise our conclusion in light of any results or events arising subsequent to the Valuation Date.

The preparation of an Investment Entity Review Report is a complex process and selecting portions thereof and of the factors considered by us, without considering all factors and analyses together, could result in a misinterpretation of the comments and analyses concerning value. Any attempt to partially analyze or summarily describe the content of this Report could lead to undue emphasis on any particular factor or analysis.

## **6. DESCRIPTION OF WORK PERFORMED BY THE COMPANY**

Management calculated the fair value of all mortgage investments held by the Company, concluding that the fair value of the mortgage investments was equal, in all material respects, to their book value. The book value of all other assets and liabilities on the balance sheet was deemed to equal fair value. Management calculated the fair value of the net assets of the Company based on its balance sheet as at the Valuation Date.

The net asset value calculation and the fair value of the mortgage investments were prepared by Mr. Kevin Cruickshank, CPA, CA, Chief Financial Officer of the Company.

The Company is a financial services provider that manages mortgage-based investments sold to individual investors through financial advisors. The underlying securities are mortgages that generally do not meet the underwriting criteria of conventional lenders and/or involve borrowers in rural areas that are not well-served by major lenders. The mortgages are sourced from Pillar Financial Services Inc. that lends capital to individuals and businesses through independent mortgage brokers.

Each mortgage investment was classified into one of five types, described as follows:

1. ***Impaired Mortgages.*** Impaired mortgages are mortgages that are in default by the counterparty, and for which the entirety of the capital and interest is not expected to be recovered by Frontenac. These impaired values were determined on an individual basis and were subject to testing by the MNP assurance team.
2. ***Renewed maturity (Matured).*** These mortgages include mortgages that have a maturity date before month-end. However, Frontenac allows counterparties to extend the maturity of their loans if in good standing on a month-to-month basis. Management has estimated a one-year maturity for those investments.
3. ***Maturity within 3 months after month end.*** These mortgages come to maturity within three months following month-end, and thus their fair value is assumed to be equal to their book value (or amortized cost). These investments were reviewed to ensure that their amortized cost was representative of fair value at the Valuation Date. The principal balance was verified, on a sampling basis, by the MNP assurance team.
4. ***Booked within 3 months before month end.*** These mortgage loans were issued by the Company within three months immediately preceding the Valuation Date. These loans, serving as the basis for the discount rates used by Management in its Discounted Cash Flow analysis (see below), are deemed to be at fair value unless otherwise noted, and are thus valued at amortized cost at the Valuation Date.
5. ***Loans subject to fair value fluctuations.*** Where applicable, we assessed the reasonableness of the valuation approach and assumptions used by Management, along with the reasonableness of the valuation of the mortgage investments held by Frontenac.

## 7. VALUATION METHODOLOGY AND ASSUMPTIONS

### 7.1 Valuation Approach and Methodology

Management used an Income Approach, applying the Discounted Cash Flow method, to calculate the fair value of the mortgage investments. We considered this methodology to be appropriate. We also reviewed the mathematical accuracy of Management's calculations and did not find any material miscalculations.

Management concludes that the carrying amount (as reported in the financial statements of the Company under the amortized cost method) of the mortgage investments does not differ significantly from their fair value as determined by the Discounted Cash Flow method.

Management also concluded that the fair value of all other assets and liabilities included in the net asset calculation equals their book value. We found this assumption to be reasonable.

For purposes of validating the calculation of the net asset value per share, we corroborated the number of shares outstanding to the Company's internal reconciliation of share capital as at the Valuation Date.

## 7.2 Valuation Assumption — Effective Interest Rates

Management established the effective interest rates based on recent arm's length mortgage transactions issued by the Company. However, Management did not corroborate these rates with market data, as the Company operates in a relatively opaque market and does not have access to its competitors' rates. The rates on recent mortgages issued by the Company are considered by Management to be representative of market rates since they are negotiated with third parties and the borrowers have the option of repayment at any time before maturity, should a lower rate be available elsewhere. Additionally, considering the short-term nature of the mortgages, as well as the transactions being performed at arm's length, we can assume that there should not be significant differences between the rates established by Management and the market.

We note that the Bank of Canada decreased its target interest rate by 50 basis points twice in March 2020 as a response to the COVID-19 pandemic, bringing it to ¼% as of March 27, 2020. Consequently, the weekly estimated variable mortgage rate<sup>1</sup> decreased by about 160 basis points from January 1, 2020 to December 31, 2021, as shown in the chart below:

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(1) Per Bank of Canada — reflects rates of large Canadian banks on senior secured mortgages.





Such a decrease would theoretically result in a decrease in the discount rates used by Frontenac in the determination of the fair value of the Company's mortgage investments. However, as a secondary and private lender, the Company's mortgage rates are most susceptible to supply and demand for those types of loans, according to Management, which they believe to be relatively unchanged month over month. This is consistent with the fact that Frontenac's rates are often over 650 basis points higher than first-lien mortgages (the "**Credit Spread**"), and therefore the Credit Spread has a greater impact on the Company's mortgage lending rates than the base-rate itself. We also understand that the decrease in the benchmark risk-free interest rate is offset to some degree by a general increase in credit risk due to the pandemic giving rise to possibly reduced incomes and possible job precarity for borrowers.

Management's discount rates applied in the fair value measurement of the mortgage investments have remained relatively consistent with the pre-COVID-19 period. We reviewed the reasonableness of these rates based on Frontenac's recent mortgage issuances, specifically:

### ***Residential Mortgages***

In August 2021, the discount rate on residential mortgages was set to 9.21% in August 2021 based on the rates of recent residential mortgages. The discount rate was then decreased by 5 basis points in September 2021 to 9.26% due to the decrease in the rates of recently issued residential loans at the time. In October 2021, the rate

was increased by 4 basis points to 9.30% based on the rates of recently issued residential loans at the time. This discount rate was maintained in November 2021.

At the Valuation Date, the average rate of the 22 loans issued in the 3 prior months was 9.25%. The Company therefore decreased the discount rate by 5 basis points to 9.25% at the Valuation Date. This discount rate is deemed appropriate since it is consistent with the rates on recently issued residential loans at the Valuation Date.

### ***Residential Construction Mortgages***

In August 2021, the discount rate on residential construction mortgages was set to 10.04% based on the rates of mortgages issued in the prior 3 months. This rate was maintained in September 2021 as it was still consistent with recently issued loans. In October 2021, the discount rate was reduced by 4 basis points to 10.00% based on the lower rates of recently issued residential construction loans. This discount rate was maintained in November 2021 since it was consistent with the rates of recently issued loans at the time.

At the Valuation Date, the average rate of the 53 residential construction loans issued in the 3 prior months was 10.00%. The Company therefore maintained the discount rate at of 10.00%, which is deemed appropriate since it is consistent with the rates on recently issued residential construction loans at the Valuation Date.

### ***Vacant Land Mortgages***

In August 2021, the discount rate on vacant land mortgages was set to 9.70% before being decreased by 10 basis points to 9.60% in September 2021 and by a further 20 basis points to 9.40% in October 2021. This gradual decrease of the discount rate was due to the decreasing trend in rates on vacant land loans issued by the Company. In November 2021, the discount rate was reduced by a further 5 basis points to 9.35%, based on the average rate of 9.27% on recently issued loans at the time. While these decreases were consistent with the overall downward trend in actual rates, the Company's adjustments were all partial, i.e., the discount rate was decreased, though not as low as the actual recent rates.

At the Valuation Date, the average rate of the 9 vacant land loans issued in the 3 prior months was 9.14%. Due to the continued downward trend in issued rates, the Company again reduced the discount rate by 5 basis points to 9.30%. As in the prior month, this is a partial decrease to reflect the lower rates on recently issued loans. We note that the rates on vacant land mortgages are usually more volatile than on FMIC's other types

of mortgages because they depend on factors such as the borrower's cash situation.<sup>2</sup> The discount rate of 9.30% on vacant land mortgages at the Valuation Date is therefore deemed appropriate.

### ***Commercial Mortgages***

Rates on commercial mortgages are typically determined by using the residential rate plus a spread of 50 to 100 basis points, as it is rare that the Company issues commercial mortgages (the only ones issued since the beginning of 2019 were one in June 2019 and two in September 2020. The Company set the rate to 10.15% in September 2020, based on the recent issuances at the time.<sup>3</sup> The discount rate was then increased to 10.50% in December 2020 and subsequently decreased to 10.30% in June 2021, to 10.10% in July 2021, and then to 10.00% in August 2021. These adjustments were based on the decrease in the residential rate. The discount rate was maintained at 10.00% through November 2021.

At the Valuation Date, the Company maintained the discount rate on commercial mortgages at 10.00%. This represents a spread of 75 basis points over the residential discount rate of 9.25%, which is within the typical range of 50 to 100 basis points according to Management. This approach is consistent with that of prior months. We therefore deem that the discount rate of 10.00% on commercial mortgages at the Valuation Date is appropriate.

### ***Commercial Construction Mortgages***

In the 2020 fiscal year, and until August 2021, no commercial construction loans were issued by the Company. In September 2021, the Company issued one commercial construction loan at a rate of 9.99%. This is the only commercial construction loan in the Company's portfolio at the Valuation Date. The discount rate on this loan was therefore set at 9.99% in September 2021. In October 2021, the Company increased the discount rate by 1 basis point to 10.00% to align it with the residential construction rate of that month. This 10.00% discount rate was maintained in November 2021.

At the Valuation Date, the Company maintained the discount rate at 10.00% for commercial construction loans. Since the discount rate is consistent with that of the only recent (slightly more than 3 months) commercial

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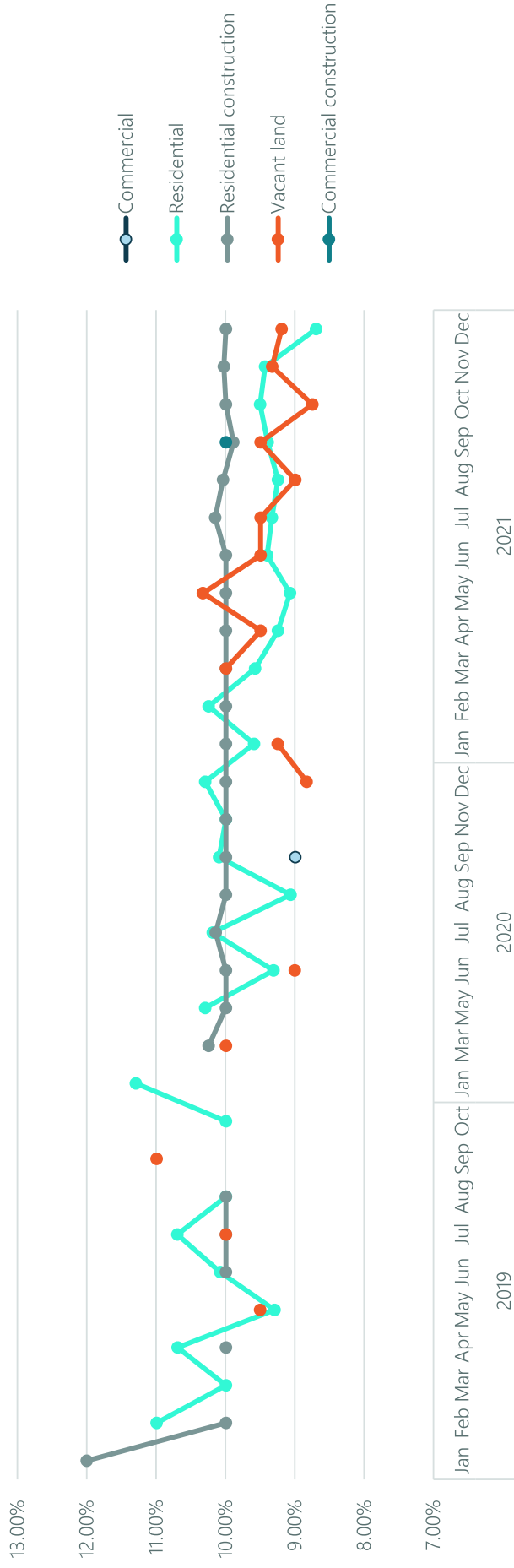
(2) This explains why the recent decreases in the discount rate, while consistent with the general downwards trend, are only partial decreases. Due to the greater volatility in vacant land mortgage rates, which is caused by idiosyncratic (non-systematic) factors, the Company deems that it is more appropriate to apply such partial adjustments instead of setting the discount rate to that of the recent loans.

(3) This also represented a spread of 50 basis points over the residential rate of 9.65% at the time.

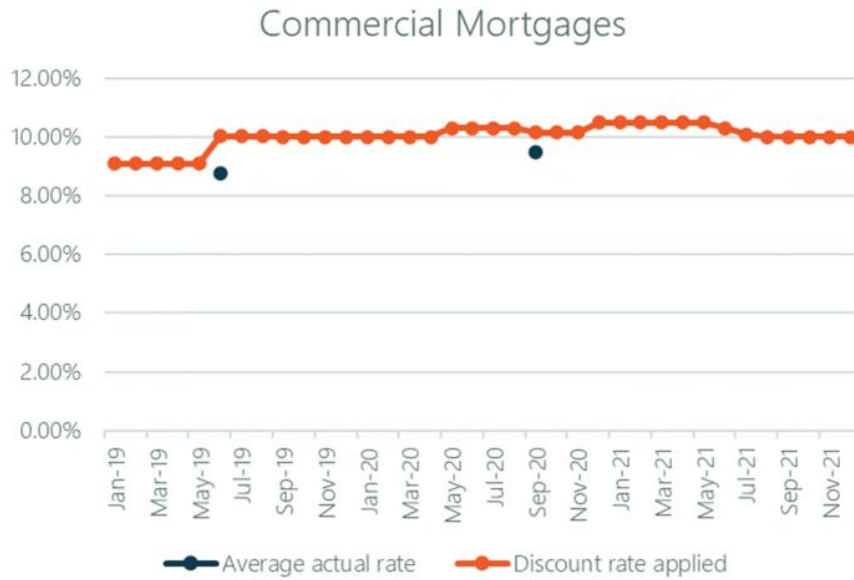
construction loan issued by the Company and given the stability in residential construction rates (see above), we deem the 10.00% discount rate to be appropriate at the Valuation Date.

In determining the reasonability of the rates applied by Frontenac, we have considered the history of issuances since 2019, as depicted in the following chart:

### Frontenac Issuances since 2019

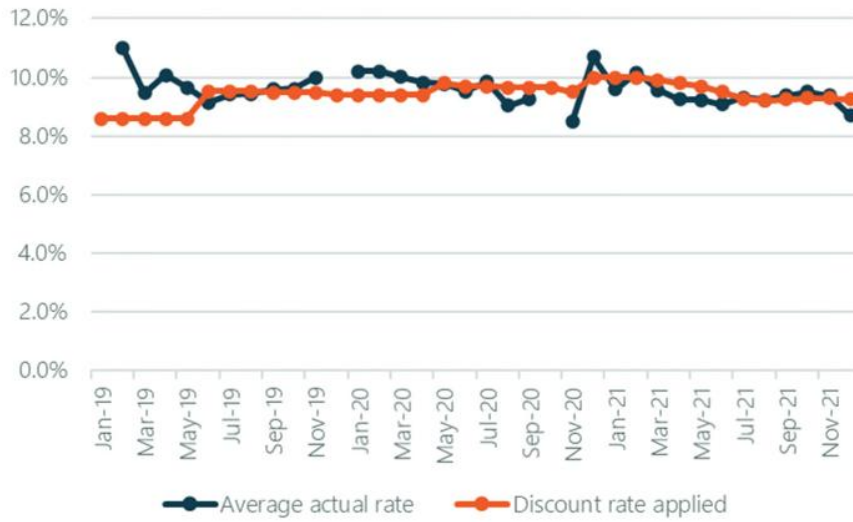


We have also considered the average monthly actual rates with the discount rate applied in the period (we note that monthly reporting only commenced in January 2020 and therefore previous actual rates applied were only measured bi-annually):<sup>4</sup>



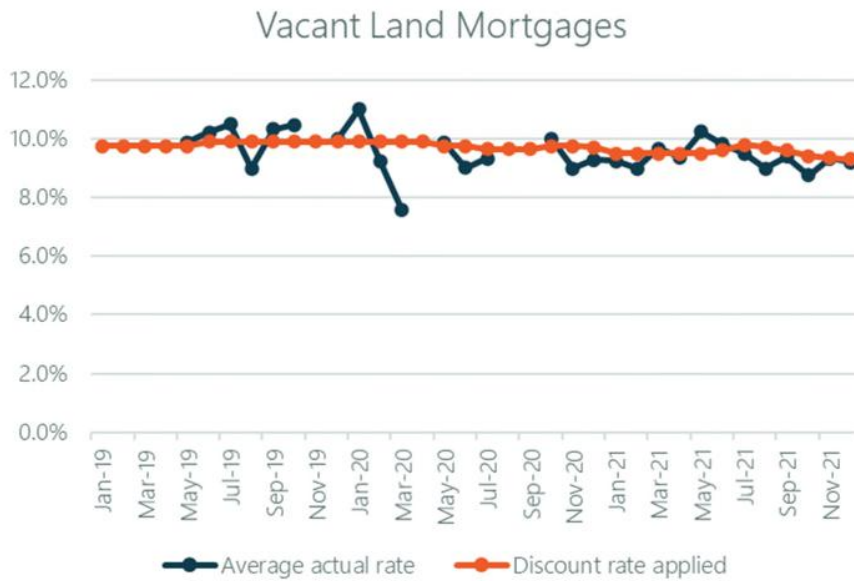
(4) We did not present a chart for commercial construction loans since there was only one such loan in the portfolio at the Valuation Date.

### Residential Mortgages



### Residential Construction Mortgages





To the extent of available information and in light of the above, we have found Management’s effective interest rates used in the fair value measurement of the mortgage investments to be reasonable.

**8. CONCLUSION — FAIR VALUE OF NET ASSETS**

Based on our review of the documents and information provided to us, the explanations received, the analysis performed and subject to the assumptions and restrictions noted in this Report, we conclude that the fair value of the net assets of \$202,718,406, as determined by the Management of the Company as at the Valuation Date, is reasonable. We also conclude that the net asset value of \$30.00 per share, as calculated by Management, is reasonable.



We trust that our Report will be of assistance.

Yours very truly,

MNP SENCRL, srl/LLP

A handwritten signature in black ink that reads "MNP SENCRL srl/LLP". The letters are bold and slightly slanted, with a casual, professional appearance.

Per: Catherine Tremblay, CPA, CA, CBV, ASA, CFF  
Partner, Valuation & Litigation Support



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